

Response Due Date: June 15, 2009

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Counsel for RMT Acquisition Company, LLC

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**OBJECTION OF RMT ACQUISITION COMPANY, LLC TO NOTICE OF (I)  
DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY  
CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED  
LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND (II) CURE AMOUNTS RELATED THERETO**

RMT Acquisition Company, LLC, d/b/a RMT Woodworth, (hereinafter "RMT"), a creditor and interested party, objects to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto ("Assumption Notice") served upon by the above captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's Bidding Procedures Order (Docket No. 274). In support of the objection, RMT states:

1. The Debtors are parties to executory contracts with RMT.
2. The Debtors have proposed assuming and assigning certain of RMT's executory contracts (the "Designated Contracts").

3. RMT objects to the Assumption Notice on the basis that the Cure Amount identified by the Debtors is inaccurate. RMT further wishes to confirm that there are no alleged debits, credits or claims subtracted from the stated Cure Amount, and whether other orders, items or amounts which RMT lists under other supplier codes are treated in this value.

4. RMT also objects to the extent that the Debtors' Notice would allow payment of less than all pre-petition and post-petition obligations owed by Debtors to RMT, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2<sup>nd</sup> Cir. 1996).

5. RMT further objects to the extent Debtors' Notice would allow assumption of executory contracts without satisfying the requirements in § 365(b)(1). *See also Aetna Casualty & Surety Co. v. Gamel*, 45 B.R. 345, 348 (N.D.N.Y. 1984) (citing *In re Luce Industries, Inc.*, 8 B.R. 100, 104 (Bankr. S.D.N.Y. 1980) *rev'd on other grds.*, 14 B.R. 529 (S.D.N.Y. 1981)).

6. RMT reserves any and all rights arising from or associated with the Designated Contracts.

7. Because the legal and factual authority upon which RMT relies are incorporated into this objection, RMT respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law contained in Local Bankruptcy Rule 9013-1(a).

8. RMT reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and further objections to any proposed assumption and assignment or Cure Amounts with respect to RMT's Designated Contracts.

WHEREFORE, RMT respectfully requests that the Court enter an order (a) sustaining this objection in its entirety and denying the assumption and assignment of RMT's executory

contracts on the terms proposed by the Debtors, (b) reserving its rights in connection with any Designated Contracts or Cure Amounts listed and (c) providing RMT with such other and further relief as is appropriate.

Respectfully submitted,

**KERR, RUSSELL AND WEBER, PLC**

By: /s/ P. Warren Hunt

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Dated: June 15, 2009

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**CERTIFICATE OF SERVICE**

I hereby certify that on June 15, 2009, I electronically filed the foregoing Objection to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto, Exhibit A and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on June 15, 2009 via Federal Express mail:

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United States Bankruptcy Court  
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/s/ P. Warren Hunt

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Dated: June 15, 2009